



National Sea Products Limited

National Sea Products Limited is a publicly owned Canadian Company whose major business activity is harvesting, processing, and marketing a wide variety of seafood products. The High Liner® brand of National Sea Products Limited is the market leader in Canada, is becoming significant in the U.S.A. and increasingly familiar in over 20 other countries.

The Company owns and operates more than 50 fishing vessels, has over 6000 seasonal and regular employees, 800 off-shore fishermen, buys fish and seafood products from approximately 3000 independent fishermen and operates 21 processing plants in Atlantic Canada. In addition, it has a shrimp processing plant in Florida, U.S.A. and a convenience seafood processing plant in Maine, U.S.A.

National Sea Products Limited is a leader in development of the latest technology in fishing methods and is devoting increased emphasis to the whole area of Research and Development.

The Year's Highlights

National Sea Products Limited

(All amounts in thousands, except as indicated +)		52 weeks to December 30 1978			52 Weeks to December 31 1977		
Net Sales		\$2	217,481	\$1	64,659		
Net Income		\$	10,009	\$	5,123		
Earnings per Common Share							
Before extraordinary items	+	\$	2.20	\$	1.08		
After extraordinary items	+	\$	2.20	\$	1.12		
*Dividends paid per Common Share A			79.3¢		12.0¢		
*Dividends paid per Common Share B			74.4¢		12.00		
Cash Flow		\$	15,299	\$	10,203		
*Cash Flow per Common Share	+	\$	3.28	\$	2.25		
Working Capital		\$	15,596	\$	12,650		
Ratio of Current Assets to Current Liabilities	+		1.29		1.37		
Fixed Assets, net of depreciation		\$	42,066	\$	36,338		
Common Shareholders' Equity	-	\$	31,443	\$	23,054		

^{*} Restated for 3 for 1 split in 1978

National Sea Products Limited Head Office: Duke Street Tower Scotia Square, Halifax, Nova Scotia Valuation Day Price (December 22, 1971)

*Common Shares \$3.17 Preference Shares (51/2%) \$3.25



Directors' Report to the Shareholders

In its weekly surveillance summary, the Field Services Branch, Fisheries and Oceans Canada reported during the week of November 9 to November 15, 1978, that 257 licensed foreign fishing vessels and support vessels were identified off the Atlantic coast. Of these 222 were within the 200-mile limit.

This was not an unusual week. During the same period it is safe to estimate that there were approximately 100 Canadian fishing vessels in the same area. The remarkable fact is not the average differential of two foreign vessels to one Canadian vessel, but rather that these foreign fishing vessels represent approximately 400-500,000 metric tons of fishing power compared to approximately 100,000 tons of Canadian fishing effort. Further, some of these foreign vessels are stationed for a matter of years off the Atlantic coast. This makes it possible for them to outfish Canadians to a marked degree.

As most foreign trawlers have freezing facilities, they are able to take species not available to Canadian vessels because of the lack of freezing capability.

Aware of the great importance to future operations represented by freezer trawlers, your Company applied for licenses over a year ago. These applications for licenses to operate such ships have not been given favourable consideration as at this date.

As active members of the Canadian Fishing Industry your Company operations last year were conducted in what has been described as a climate of uncertain federal government policy.

Nonetheless as a result of the 200-mile limit with its resultant increase in fisheries resource renewal, and thanks to increased fleet efficiencies, processing economies and global marketing facilities, the Company has completed the year with very encouraging operations and earnings.

Financial and Operating Results

Sales and other revenue increased from \$165 million in 1977 to a new high of \$217 million resulting in large part from increases in fish landings and sales, firm markets, and favourable foreign exchange rates.

Net income for the year was almost double that of last year; \$10,009,000 vs \$5,123,000: an increase of 95.4%.

After regular dividends on preference shares the earnings amount to \$2.20 per common share in 1978 compared to \$1.12 per common share in 1977. Cash flow amounted to \$3.28 per common share in 1978 compared to \$2.25 in 1977. In November a dividend of \$0.463 was paid, largely out of capital surplus, and an ordinary dividend of \$0.33 for Class A and \$0.2805 for Class B common shares was paid in December. The November dividend was followed immediately by a rights issue which is described in a later section of this report. Regular dividends were paid on the preference shares.

The Company's share of the domestic market continues to grow as a result of increased promotion and the introduction of new products. Packaging has again been updated this year to enhance the position of leadership enjoyed by our High Liner® brand. Our market share in the United States has also made significant gains due to the expansion of our American facilities which this year are reaching near full production. Our International business in overseas markets has grown with notable success.

Of the Company's two major affiliates, Bermuda experienced a better year than last. But due to start-up expenses and lack of throughput at the new Burgeo plant and losses sustained by another affiliated Company, Conley and Daggett Inc., our net loss of affiliated companies was \$558,000 compared to earnings of \$351,000 last year.

Fixed asset additions amounted to \$10,296,000 in 1978 versus \$5,207,000 in 1977. These new investment programmes, many of which were only started during the year, will assist in increasing our production and sales in future years.

Fish purchases this year reached an all time high of 300,808,000 pounds, an increase of 29.6% over last year.

All Company plants operated at near capacity which made possible per-unit economies.

Relations with our employees and fishermen have been satisfactory and we confidently expect this situation to continue in the future.

Improved fish landings and increasing fish prices have helped stabilize our industry to a much greater extent than has been possible in the past.

While the introduction of the 200-mile management zone has, to a degree, reduced some of the crippling effect of foreign vessel harvests from Canadian waters, it is hoped during the coming year that government fishery policies will reach a stage of resolution and become sufficiently positive to allow all

ectors of the industry to begin to realize the full potential of the portunities facing us.

uture Plans

The 200 mile limit, other conservation measures, favourable oreign exchange rates and firm selling prices are expected to hake 1979 another growth year.

ncreased awareness of seafood products and increased perapita consumption is being created by the designation of lovember as National Fish and Seafood Month by Fisheries and Oceans Canada, a promotion in which your Company participated fully.

export markets continue to represent the primary growth poential for both traditional and non-traditional species.

Only freezer trawlers can preserve the quality and texture of on-traditional species. Your Company's applications for freezer rawler licenses continue to be delayed, in spite of the increased ontribution to the economy that granting of these licenses rould provide.

Capital Expenditures & Investment

Our 1978 operating profits resulted in part from the capital expenditures made over a year ago which were not in a position or make their full contribution until 1978.

Planning ahead, a number of major capital expenditures were approved during 1978 which are expected to reflect increased profits in the future. Approximate expenditures include: La Scie, lewfoundland—\$2 Million; Lunenburg, Nova Scotia—\$6 Million; Arnold's Cove, Newfoundland—\$5 Million; Shediac, New Brunswick—\$1 Million; Upgrading Trawlers and ice strengthening—\$2 Million.

rawler Designs

During the year the Company commissioned designs for new rawlers to replace those which are becoming technically and physically obsolete. Designs have now gone to tender for two o six trawlers: bids have been received and are now under consideration prior to entering into construction contracts.

imployees' Savings and Profit Sharing Retirement Plan

Record earnings this year have made it possible for the Company to make another record breaking contribution to the Employees' Savings and Profit Sharing Retirement Plan of 1,928,000, as compared to \$870,000 in 1977, an increase of nore than double last year's contribution.

Scholarship Fund

or the first time, in 1979, the Company will implement univerity scholarships in degree courses for the sons and daughters of employees and fishermen.

Dividends, Shares Split and Rights Offer

During the year shareholders approved the subdivision of the Company's Class A and Class B convertible common shares in a three for one basis. This subdivision became effective Jovember 10, 1978.

In October 16, 1978 the Directors authorized a dividend to be aid out of capital surplus which, on the record date of lovember 13, 1978, was determined to be \$0.463 per Class common share. This dividend on the Class B common hares resulted in a payment out of capital surplus of 1,900,000.

At the same time an ordinary dividend in the same amount; 60.463 per share, was paid to holders of Class A common hares.

Also on October 16 the Directors authorized a rights issue to the holders of the Class A and Class B common shares of record at November 14, 1978.

Each shareholder was given the right to subscribe for one additional share, at a price of \$14.00, for each thirty shares held on the record date.

The offer expired on December 11, 1978, and was 100% subscribed resulting in 149,523 common shares being issued for \$2,093,322.

Bermuda Operations

Our Bermuda insurance affiliates, consisting of a management company, a brokerage company, and an underwriting company, showed growth during the year. Your Directors approved an additional investment of US \$2 million increasing the capital to permit the underwriting company to write in a broader international insurance field.

Directors

At our last Annual Meeting Mr. H. P. Connor having reached retirement age resigned as Chairman of the Board. Mr. Connor has spent a lifetime in the fishing industry, and has been a Director of the Company or one of its predecessors since 1945. His highly significant contribution to the Company is gratefully acknowledged. We are pleased that Mr. Connor agreed to continue serving as a Director of the Company. Mr. H. B. Rhude, Q.C., the Company solicitor for many years, was elected Chairman of the Board of Directors and Chairman of the Executive Committee.

In Appreciation

Much of the success achieved in 1978 is due to the dedication, skills and productivity of the Company's close to 7000 fishermen and employees.

To them the Directors have asked me to express sincere appreciation for their outstanding contributions.

Based on the challenges apparent in future growth projection, opportunities in the industry will continue to expand.

Outlook

The very nature of our business makes forecasting a difficult and hazardous task. We are confident, however, that with appropriate government policies, our competent and dedicated staff and our access to the very rich resource off our coasts, your Company is well poised to meet the challenges of the future.

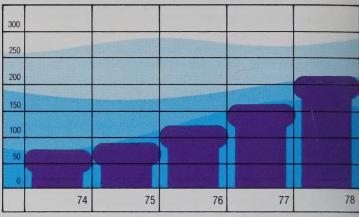
On behalf of the Board of Directors

W. O. Morrow

President and Chief Executive Officer

Operating Results

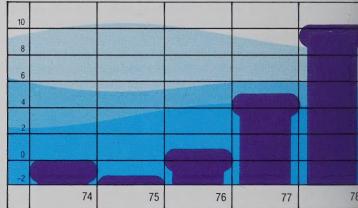
National Sea Products Limited



Net Sales:

Millions of dollars

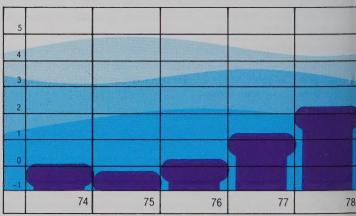
As a result of improved landings, strong demand, aggressive marketing, and upgrading of Company products, net sales increased to a record \$217 million. This represents a 32% increase over fiscal 1977.



Net Income:

Millions of dollars

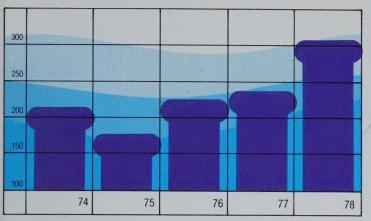
Due to good landings, firm markets and favourable foreign exchange rates, our 1978 profits reached a record high.



Earnings Per Share:

Dollars

Earnings per share increased to \$2.20 per common share which represents an increase of 96% over the 1977 earnings per common share.



Fish Landings:

Millions of pounds

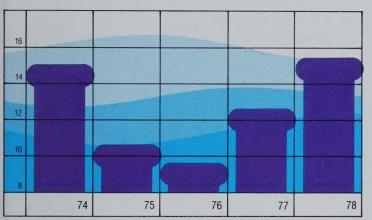
Fish landings exceeded 300,000,000 pounds for fiscal 1978 — a new high for the Company.



Long-Term Debt:

Millions of dollars

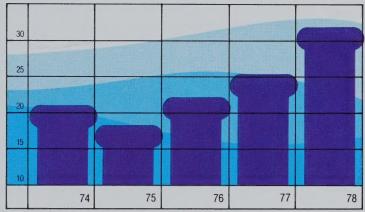
Long-term debt increased in the year by a net amount of \$1,541,000 mainly as a result of increased investment in fixed assets.



Working Capital:

Millions of dollars

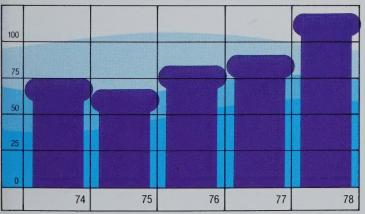
The working capital position improved in the year by \$2,946,000.



Shareholders' Equity:

Millions of dollars

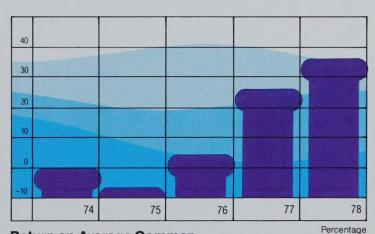
Shareholders' equity has reached \$33,372,000. This higher base will assist the Company in supporting its planned future growth.



Total Assets:

Millions of dollars

Investments in plants and trawlers amounted to \$10,296,000, in 1978.



Return on Average Common Shareholders' Equity:

The return on average common shareholders' equity amounted to 36.3% for the year. The average return on shareholders' equity in the past five years averages 14.2%.

Markets

Marketing Climate

As a renewable resource, fisheries will, with good management, increase greatly in importance.

One of the richest and most prolific fisheries in the world is the area of the northwest Atlantic off Canadian shores.

In spite of the recent distress caused by overfishing, it is reasonably forecast that within the next ten to fifteen years the Canadian Atlantic coast landings of groundfish will be two to three times greater than at present with a 50% improvement in catch-per-unit-of-effort. To do so will require doubling our existing fishing power.

The future will also see the development of vessels especially suited for catching mackerel, squid, capelin, shrimp and herring in off-shore waters; many of these species will require freezer vessels and a limited number of full factory ships.

Today Canada is the world's third largest exporter by value of fish and could well become the world's largest exporter in the foreseeable future.

Domestic

A major force in the Canadian market, High Liner products are in full distribution in food outlets across Canada. Depth of market penetration varies between Frozen Fillets, Frozen Cooked and Frozen Fish and Chips.

With storage points in Lunenburg, Halifax, Montreal, Toronto, Winnipeg, Regina, Saskatoon, Calgary, Edmonton and Vancouver, daily delivery of highest quality product is guaranteed.

As the leading seafood advertiser in Canada, High Liner brands are becoming increasingly familiar to Canadian consumers in homes, hotels and restaurants alike.

Notable product success stories include:

Lobster in Brine—test marketed in 1976, Lobster in Brine is now meeting a growing market not only in Canada but as well in the International market. Lobster in Brine represents a most encouraging and highly accepted breakthrough in innovative packaging design

Canadian Fish Fries launched on a national basis last November were enthusiastically received initially and are now proving to be increasingly in demand. Promotional support is being provided, primarily, with television

Gourmet Twins—Breaded Whole Scallops and Batter-crisp® Shrimp—were introduced last March; combined sales in the first ten months were greater than forecast. Gourmet Twins are excitingly packed in keeping with today's consumer lifestyles

Sole in Batter—is the most recent addition to the High Liner family of products enrobed in batter. In just eleven months Sole in Batter has grown to be one of the leading High Liner products

Cheddo Stix®-fish sticks flavoured with Canadian cheddar cheese, were introduced in January this year. The unique process is a National Sea exclusive and a first in the industry

November Fish and Seafood Month

Inaugurated last November by Fisheries and Oceans Canada, this promotion was heavily backed in media, and at store level. It resulted in over 300,000 recipe requests indicating a very active, fast-growing interest in serving fish and seafood at home.

National Sea participated in this promotion to the maximum extent possible including special High Liner promotions at retail level.

This promotion was considered a conspicuous success; planning has already started for the November 1979 promotion.

Consumer acceptance reveals not only that more seafood is being served in restaurants but that the future potential for in-home consumption is particularly exciting.

With increased promotional weight and other economic influences, the Canadian consumer is becoming increasingly aware of the flavour, nourishment, convenience and economical advantages of enjoying seafood.

Five years ago, in 1973, Canadian per-capita consumption of fish and seafood was 13.42 pounds versus a projected estimate for 1978 of close to 19 pounds; an increase of over 40%. Every estimate suggests this rapid growth rate could well continue.

As the largest fish processor in Canada, National Sea Products Limited is making every effort in planning for the future to ensure this growing demand for quality products, at a reasonable price, will continue to be met.

US Market

Encouraging progress was made in the US Market where sales enjoyed a dramatic increase as a result of the expansion of our existing facilities which only came on stream last year.

With plants located in Tampa, Florida and Rockland, Maine, US operations showed an increase last year of over 25%.

Aware of the tremendous potential for High Liner products in this market, the Company continues aggressively to expand in both Hotel and Restaurant and Consumer packaged goods markets.

The U.S. Company staff has been expanded to include a Director of Food Service, and new Regional Sales Representatives have been appointed. New food brokers have been appointed in our expanding development of markets throughout the United States.

Further new product introductions are planned for the coming year in new eye-catching packages. These additions to the High Liner family, presently being marketed in the United States, include several new Battercrisp lines.

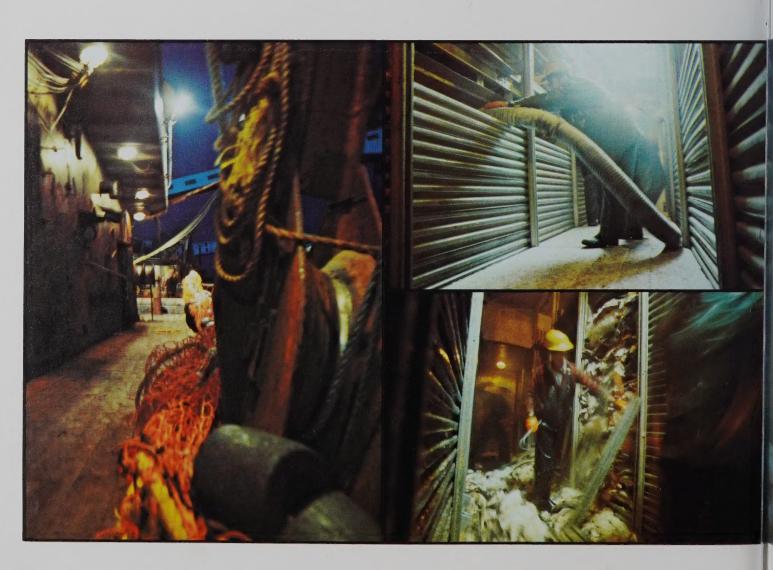
Another impressive and relatively untapped market potential also exists for new species of off-shore fish and seafood such as squid; particularly with the excellent quality which freezer ships planned for 1979 will make possible.

Further plans call for additional expansions in facilities as well as increased exports to US of Canadian products.

Recent consumer research data confirms industry figures that show two thirds of the fish eaten in the United States is eaten in restaurants, and other convenience food outlets.

This ratio underlines the exceptionally strong opportunity which exists for effectively marketed consumer packaged seafood products as well as for high quality seafood products supplied to the Hotel, Restaurant, and convenience food stores outlets.

A further "plus" exists for High Liner brands in the consumer's conviction that fish from the cold North Atlantic waters is firmer and better.



International Markets

Marketing of National Sea Products has now expanded to over 20 countries, each of which is enjoying increased sales. As an example, sales in France have tripled over the last three years.

A number of factors have made important contributions to this accelerating growth and the growing reputation for innovation gained by the Company.

Custom-made marketing techniques are developed for leach international market. Packaging is being produced and supplied in the language of the country; even in those countries calling for three languages.

Package designs are being especially developed and introduced to guarantee freshness of delivery...even of unfrozen products...in overseas markets.

Promotional literature is being developed to keep international customers informed of trends, seasonality of catches, species, and other data of importance to them...again in 3 languages.

Sales arrangements have been established in each of our international markets throughout Europe.

Expansion is also taking place in South America and Australia and we expect that further trade will develop with Comicon (East Bloc) countries.

Aggressive efforts are being exerted in all markets to increase penetration, with particular emphasis on the more stable, hard-currency markets.

For the first time, National Sea was represented at one of the world's most important Food Shows last November, in Paris.

Market expansions and sales growth are continuing at an exciting rate. With proper planning, the international market could be expected to expand even more dramatically over the next 5 years.

Regardless of the time of day, National Sea trawlers take aboard up to 100 tons of ice before returning to the fishing grounds. Filling pens with ice ensures that when catches are brought aboard from the cold Atlantic, they are kept fresh and firm in ice. When off loading is completed, the pens are cleaned and a new supply of ice is taken aboard.



For those who enjoy a "smoked" flavour, fresh firm High Liner fillets are quickly coated and rushed to the smoke room.



Future Plans-Short Term

It is anticipated that 1979 will be another growth year for the industry. The introduction of the 200-mile limit and other conservation measures gives every indication of assuring an increasingly improved harvest. Favourable foreign exchange rates are expected to continue, as are firm selling prices.

The launching of a new programme in 1978 by Fisheries and Oceans Canada—National Fish and Seafood Month—scheduled across Canada for November each year, is expected to provide welcome assistance in focussing increased consumer attention on seafood products. With a large financial commitment and marketing effort, your Company participated in this program and achieved excellent results.

It is encouraging to note that in Canada, per-capita seafood consumption increased from 13.42 pounds in 1973 to a forecasted high in 1978 of close to 19 pounds. We feel there is an excellent opportunity to increase the per-capita consumption at an even faster rate with the proper educational, promotion and advertising tools that are at the industry's disposal.

Export markets will continue to represent the primary potential for the Company's sales growth for non-traditional and traditional species alike.

Future Plans-Long Term

As explained in some detail last year, the real opportunity for Company growth is in the development of a fleet of freezer factory vessels.

The North American market for our products can be expanded substantially if we provide acceptable products for the discriminating and informed buyers now proliferating with prominence in the food industry.

Many of the non-traditional species require special care to preserve quality and texture that only freezing at sea permits. If we do not, or are not allowed to meet this challenge there is a serious likelihood that unavoidable price increases in the future on traditional species could negate the current growth in per-capita consumption.

Experience gained in 1977 from our six-month charter (in cooperation with the federal government) of a West German factory trawler was invaluable. It underlined both the viability of such operations for your Company and the great importance and value of a non-traditional species harvest.

Granting of licenses to the Company for Canadian flag freezer trawlers, applications for which have been with Fisheries and Oceans Canada for well over a year, continues to be delayed. The addition of freezer trawlers to our fleet could result in a significantly increased contribution to the economy of the Atlantic Provinces. And provide an important source of badly needed foreign currency.

Dedication To Quality

From its NSP funnel to specially designed freezing equipment ashore, every National Sea trawler stands as a symbol for sea-going experience, highly developed skills, modern equipment, design and engineering. Even more, a dedication to quality.

The cold North Atlantic waters abound with a variety of fish.

The secret of successful marketing of these species depends on maintaining highest quality standards.

Each of the National Sea trawlers fishing these waters carries up to 100 tons of ice on every trip to guarantee the freshness of their catch on return to the processing plant.

The landed fish are carefully inspected, then separated according to species, size and quality.

The fresh fish are then filleted quickly, to ensure they are maintained at a cool temperature.

Depending on product requirements, fillets go through one of a variety of finishing operations.

Fresh fillets produced for restaurants, fish markets, retail trade and distributors are packed in our super chilling operation which serves the growing food service market.



They are then shipped immediately by refrigerated trucks, rail cars or aircraft to major Canadian, American and European cities.

Fresh frozen fillets are packaged in a variety of ways. Boned, separated fillets are frozen at -30° C in plate freezers, and are then sealed and shipped to cold storage warehouses.

Other options include the "enrobing" or "battering" process. Fillets are frozen into blocks, cut to size, coated with batter, sprinkled with breading and fried to a golden brown.

To keep the processing operation almost hospital-clean, most of the equipment is made of stainless steel or aluminum. This equipment was designed so that it could be cleaned easily and quickly. In fact it is washed daily with high pressure hoses and cleaning agents.

The Product Development Lab and the Quality Control Lab monitor daily operations to ensure continued, consistent, highest quality products.

Refrigerated trucks proudly wearing High Liner identification ensure that high quality High Liner products are transported at a constant low temperature to guarantee that quality on delivery is consistent with the quality when loaded at the plant.

For an indication of the variety of National Sea packaging, please turn to page 18 and 19.

Perhaps the latest, imaginative addition to the National Sea family of products is "Lobster in Brine" (sealed in a plastic tube) which makes it possible to deliver sea-fresh lobster to customers both in North America and abroad.

In addition to our continuing efforts to ensure highest quality products domestically, even greater emphasis is being placed on ensuring that those products we are supplying to other markets around the world are commensurate in quality with our foreign competitors.

Yes! National Sea Products is dedicated to quality!

Seafood & Health

Seafood is a high quality product. Well prepared seafood provides an exciting meal whether it takes the form of a hot fish sandwich or a gourmet seafood platter. Fish and seafood are healthier too...with 20% more usable protein than beef; far fewer calories and a very low cholesterol content. Fish and seafood are also lighter and easier to digest.





High Liner Products

In addition to High Liner®, National Sea owns a number of registered trademarks. One is Battercrisp® which appears prominently on many High Liner packages.

As the word suggests, products wearing this label are carefully enrobed in a special batter which, when cooked, provides a most enjoyable flavour with a "crisp" outer texture.

Some of the more prominent High Liner products include:

Fresh or Frozen Fillets:

cod, haddock, sole, ocean perch, Boston bluefish, mackerel and smoked cod

Battercrisp Cooked Fish:

cod, haddock, sole, Boston bluefish, fish fries

Battercrisp Fish and Chips:

cod, haddock, Boston bluefish

Breaded Cooked Fish:

fish cakes, fish sticks—cod, haddock, Boston bluefish, fish portions—Cheddo Stix, Cod Krunchies

Shrimp:

Battercrisp shrimp, breaded butterfly shrimp frozen peeled and deveined shrimp, cooked shrimp

Scallops

Battercrisp scallops, plain frozen scallops, breaded whole scallops

Lobster:

lobster in brine, live, frozen, frozen canned lobster meat

Crab

frozen snow crab meat

High Liner Canned Seafoods:

solid white tuna, flaked white tuna, chicken haddies, lobster meat, lobster spread, tiny shrimp, small shrimp, smoked oysters, baby clams, seafood spread, mackerel

Other Products:

herring, ocean smelts, kippers, frozen blueberries

By Products:

fish oil, fish meal

From the icy waters of the North Atlantic to the most modern refrigerated trucks, High Liner seafood products are in good hands... hands that care about quality...hands with the skills to speed High Liner seafood through the scaling, filleting, packaging and fast freezing processes...all within hours of landing.



Research & Technology

Heavy emphasis has been placed on Research and Development.

In line with progressive planning for the future we have aggressively pursued improvements within our Company in all existing fishing and processing operations as well as our products. Aware that a great depth of expertise also exists in many other parts of the world we continue, as part of our normal operations, to search out these sources and encourage from them further technological advancements that will help improve your Company, its operations and its product mix.

A number of highly impressive product and processing developments are planned for the coming year, some of which will come as a result of the Company having retained the services of the foremost expert in microwave cooking.

These anticipated developments will affect non-consumer food service products (Hotel and Restaurant),

plant operations, and undoubtedly consumer packaged goods products as well.

The early successes of new products introduced during 1978 support our optimism for new products to come during the year before us.

Fleet Training

Another industry first was established by the Company in its development and production of a special training film for Company Trawler Captains to help improve the effectiveness of Fleet operations.

This film was produced in cooperation with one of the world's most renowned gear technologists, using one of the largest test tanks in Europe.

Fresh shrimp, scallops, haddock, halibut and lobster are but a few of the seafood delicacies to be found in better hotels and restaurants. (Photographed at the Rope Loft Dining Room, Front Harbour, Chester, N.S.)



National Sea Captains and fleet personnel were involved throughout. Results could make possible increases in catch efficiency of up to 20%. Projected against the Company's fish landings last year of approximately 300 million pounds, this could mean, with existing equipment and personnel, a substantial increase in landings. **Method improvements** During 1978 the size of our Work Study and Costing Department was increased, resulting in greater emphasis in these areas. Beneficial results were achieved in the area of Method Improvements. Emphasis will continue to be placed on these areas in the future. **Energy Conservation** Through our conservation program, which includes both our fishing and processing operations, substantial energy reductions have already been achieved. This overall improvement will continue as on-going measures are implemented and take full effect. Specific improvements have been made in the areas of controlling electrical load demands, refrigeration operations, space heating and poiler operations. Energy conservation has been a primary consideration in design and selection of equipment or our new trawler building program, for the major expansions at Lunenburg and Arnold's Cove and for the many other expansions undertaken during 1978 and planned or 1979.

Statement of Consolidated Income

National Sea Products Limited and its subsidiary companies

for the fifty-two weeks ended December 30, 1978

(with comparative figures for the fifty-two weeks ended December 31, 1977)

(in thousands of dollars)	1978	1977
Net sales Cost of sales (note 6)	\$217,481 174,276	\$164,659 137,086
	43,205	27,573
Selling, general and administrative expenses Interest—on short-term debt —on long-term debt Provision for depreciation	14,909 1,741 2,223 4,489	11,730 1,317 2,039 4,142
	23,362	19,228
Income from operations before the following Share of affiliated companies' net earnings (losses)	19,843 (558)	8,345 351
	19,285	8,696
Contribution to Employees' Savings and Profit Sharing Retirement Fund (note 8)	1,928	870
Income before income taxes and extraordinary item	17,357	7,826
Provision for income taxes	7,372	2,892
Income before extraordinary item Extraordinary item:	9,985	4,934
Recovery of income taxes upon application of prior year	ars' losses 24	189
Net income for the year	\$ 10,009	\$ 5,123
Earnings per common share: Income before extraordinary item	\$2.20	\$1.08
Net income for the year	\$2.20	\$1.08

See accompanying notes to financial statements

Statement of Consolidated Retained Earnings

National Sea Products Limited and its subsidiary companies

for the fifty-two weeks ended December 30, 1978

(with comparative figures for the fifty-two weeks ended December 31, 1977)

(in thousands of dollars)	1978	1977
Balance, beginning of year Add net income for the year	\$16,472 10,009	\$11,993 5,123
	26,481	17,116
Dividends: Preference Common (note 5)	106 3,608	106 538
	3,714	644
Balance, end of year	\$22,767	\$16,472

See accompanying notes to financial statements

Statement of Changes in Consolidated Financial Position

National Sea Products Limited and its subsidiary companies

for the fifty-two weeks ended December 30, 1978

(with comparative figures for the fifty-two weeks ended December 31, 1977)

(in thousands of dollars)	1978	1977
<u> </u>		
Source of Funds Net income for the year Add charges not represented by cash outlay during the year:	\$10,009	\$ 5,123
Depreciation	4,489	4,142
Portion of tax provision applicable to future years	801	938
Total funds provided from operations and extraordinary item		10,203
Increase in long-term debt	1,856	1,738
Disposal of fixed assets	79	178
Total funds provided	17,234	12,119
Application of Funds		
Additions to fixed assets:		
Trawlers	1,844	854
Buildings and equipment	8,452	4,353
	10,296	5,207
Less mortgage proceeds	3,160	_
	7,136	5,207
Dividends paid on common shares \$3,608		
Less common shares issued (note 5) 2,094	1,514	538
Dividends paid on preference shares	106	106
Instalments on long-term debt due within one year	3,475	2,789
Increase in other assets	2,057	758
Total funds applied	14,288	9,398
Increase in working capital	2,946	2,721
Working capital, beginning of year	12,650	9,929
Working capital, end of year	\$15,596	\$12,650

See accompanying notes to financial statements

Consolidated Balance Sheet December 30, 1978

National Sea Products Limited (Incorporated under the laws of the Province of Nova Scotia) and its subsidiary companies

December 30

\$

1978

480

20,801

45,311

69,688

42,066

559

2,537

December 31

1977

620

14,261

3,002

29,015

47,261

36,338

113

250

On behalf of the Board: H. B. Rhude, Director W. O. Morrow, Director



(in thousands of dollars)

Accounts receivable-trade

Income taxes recoverable

Total current assets

Prepaid expenses

Fixed (note 3)

Accounts receivable-fishermen and other

Inventories of marketable products and supplies (note 2)

Assets
Current:

Cash

(in thousands of dollars)	December 30 1978	December 31 1977
Liabilities and Shareholders' Equity		
Current: Bank indebtedness (secured) Accounts payable and accrued charges Income taxes payable Instalments on long-term debt due within one year	\$ 25,885 19,671 5,564 2,972	\$15,910 13,477 2,400 2,824
Total current liabilities	54,092	34,611
Long-term debt (note 4)	23,865	22,324
Deferred income taxes	8,971	8,170
Shareholders' equity (note 5): Capital –		
385,875 preference shares 4,635,216 common shares	1,929 6,940	1,929 4,846
Contributed surplus Retained earnings	8,869 1,736 22,767	6,775 1,736 16,472
	33,372	24,983
	\$120,300	\$90,088

See accompanying notes to financial statements



Notes to Consolidated Financial Statements

National Sea Products Limited and its subsidiary companies

December 30, 1978

1. Summary of significant accounting policies

(a) Basis of consolidation

The accompanying financial statements consolidate the accounts of the company and all its subsidiaries.

(b) Foreign exchange translation

The financial statements of foreign subsidiaries and affiliates have been translated into Canadian dollars as follows: current assets and current liabilities at exchange rates prevailing at the end of the year; non-current assets, long-term debt and depreciation provisions on the basis of rates in effect at the date of acquisition; income and expenses (other than depreciation provisions) at average exchange rates prevailing during the year. Translation adjustments resulted in gains included in consolidated income of \$298,000 (1977—\$72,000) net of profit sharing and income tax.

(c) Inventory valuation

Inventories are valued at the lower of cost and net realizable value with cost determined principally on a FIFO (first-in first-out) basis.

A United States subsidiary values a substantial portion of its inventory on the LIFO (last-in first-out) basis of determining cost. This method is allowable for income tax purposes in the United States.

(d) Fixed assets

Fixed assets are carried at cost. Depreciation of fixed assets is provided on the straight-line basis at the following rates per annum:

Brick buildings	4%
Wooden buildings and wharves	5%
Machinery and equipment	5% and 10%
Trawlers	8% for 5 years and
	6% for next 10 years
Other	10% and 25%

(e) Investments in shares of affiliates

These investments represent companies in which National Sea Products Limited has a substantial interest and are carried at National's equity in their net assets; current income is recognized on the basis of National's share of their net earnings.

2. Inventories

Inventories consist of:	December 30 1978	December 31 1977
Marketable products and supplies Allowance to state inventories of a	\$46,915,000	\$29,673,000
United States subsidiary at LIFO cost	(1,604,000)	(658,000)
	\$45,311,000	\$29,015,000
3. Fixed assets	D	D 1 04
Major categories of fixed assets are:	December 30 1978	December 31
Land Buildings, wharves and equipment	\$ 1,442,000 47,468,000	\$ 1,406,000 39,564,000
Trawlers	32,682,000	31,195,000
	81,592,000	72,165,000
Less accumulated depreciation:		
Buildings, wharves and equipment Trawlers	22,628,000 16,898,000	20,857,000
	39,526,000	35,827,000
	\$42,066,000	\$36,338,000

4. Long-term debt	Dogombar 20	Dogomber 01
Particulars of long-term debt are:	December 30 1978	December 31 1977
Secured— First mortgage bonds and collateral trust serial bonds: 6½% Series "A" due 1978	_	\$ 200,000
Trawler mortgage loans: Loans at rates from 4% to 7½% maturing from 1979-1988 9% due semi-annually to 1989 8%% due semi-annually to 1991 9% due semi-annually to 1991 10% due semi-annually to 1992	\$ 2,032,000 770,000 3,397,000 2,239,000 2,182,000	2,135,000 843,000 3,672,000 2,419,000 2.337,000
	10,620,000	11,406,000
Other: Bank indebtedness bearing interest at 112% of the New York bank prime lending rate, due 1979 to 1982 Bank indebtedness bearing interest at 1% above the bank prime lending rate, due 1979 to 1986, secured	1,613,000	1,614,000
by a floating charge on the Company's assets Bank indebtedness bearing interest at 1% above the	8,000,000	8,000,000
bank prime lending rate, due quarterly to 1983 Mortgages due semi-annually at rates from 8% to	510,000	-
101/4% maturing from 1984 to 1991 Non-interest bearing note due at minimum of \$75,000	2,590,000	2,402,000
per annum to 1988 * 10%% mortgage due quarterly to 1995	1,000,000 1.375,000	_ _
	15,088,000	12,016,000
Unsecured-		
634% Subordinated Sinking Fund Debentures Series "A" due 1981 Less debentures held for Sinking Fund, at par	1,535,000 406,000	1,785,000 259,000
	1,129,000	1,526,000
	26,837,000	25,148,000
Less instalments due within one year included in current liabilities	2,972,000	2,824,000
	\$23,865,000	\$22,324,000
*On February 19, 1979 arrangements were concluded to reindebtedness on a term basis as reflected above.	efinance current ba	nk
Principal and sinking fund payments required in each of th 1979 1980 1981 \$3,000,000 \$3,000,000 \$3,900,000	ne next five fiscal ye 1982 \$2,900,000	ars: 1983 \$2,500,000

5. Shareholders' equity	Issued and Outstanding				
(a) Details of share capital are:	Authorized Shares	December 3 Shares	0, 1978 \$	December 3 Shares	1, 1977
51/2% Class C cumulative redeemable convertible preference shares of the par value of \$5 each, redeemable at par 51/2% Class D cumulative redeemable convertible preference shares of the par value of	600,000	321,824	\$1,609,120	319,274	\$1,596,370
\$5 each, redeemable at par Subordinated redeemable preference shares of	400,000	64,051	320,255	66,601	333,005
the par value of \$1 each, redeemable at par Class A convertible common shares without	1,025,546	_	-	-	-
nominal or par value Class B convertible common shares without	9,000,000	3,501,565	5,242,300	3,440,670	3,717,191
nominal or par value	9,000,000	1,133,651	1,697,223	1,045,023	1,129,010
			\$8,868,898		\$6,775,576

The Class A and Class B convertible common shares are inter-convertible at the option of the shareholder on a one-for-one basis and rank equally with respect to dividends and in all other respects. Similarly, the Class C and Class D convertible preference shares are inter-convertible at the option of the shareholder on a one-for-one basis and rank equally with respect to dividends and in all other respects.

(b) Effective as at the close of business on November 10, 1978, the 3,000,000 authorized shares for each of the Class A and Class B convertible common shares were increased to 9,000,000 authorized shares for each of the Class A and Class B; in effect, subdividing each of the Class A and Class B convertible common shares into 3 shares, or a 3 for 1 split.

A dividend of 46.3¢ for each common share was paid on November 20, 1978 to shareholders of record November 13, 1978, of which \$1,900,000 was paid out of capital surplus. To shareholders of record November 14, 1978, the Company offered the right to subscribe for and purchase one unissued common share for each 30 common shares held at a price of \$14.00 per share. The rights expired on December 11, 1978 and 149,523 additional common shares were issued for \$2,093,322.

In December 1978 an additional dividend of 33¢ for Class A common shares and 28.05¢ for Class B common shares was declared and paid.

(c) Trust Deed restrictions

The trust indenture securing the 6%% subordinated sinking fund debentures Series "A" contains certain restrictions including, among others, restrictions as to payment of dividends, reduction of capital and retirement of subordinated debentures in the event of consolidated working capital (without deducting the portion of long-term debt due within one year) being less than \$6,000,000 or consolidated retained earnings being less than \$7,800,000.

6. Cost of sales

During the year the Company received \$415,000 (1977—\$1,262,000) from the Federal government, net of amounts paid to fishermen, in respect of various assistance programs. These amounts have been credited to cost of sales.

7. Income taxes

- (a) Investment tax credits of approximately \$213,000 are available to offset future United States income tax liabilities and expire from 1980 to 1985.
- (b) The provision for income taxes includes a reduction of \$216,000 (1977–\$202,000) resulting from application of the 3% inventory allowance under paragraph 20(1)(gg) of the Income Tax Act. Further tax reductions of \$250,000 (1977–\$172,000) have been reflected to give effect to the investment tax credit available to the Company.

8. Commitments

- (a) Rentals aggregating approximately \$250,000 per annum through 1993 are payable under long-term leases for facilities in Lunenburg.
- (b) An unfunded liability of \$578,000 for an executive and management pension plan is being funded and amortized by the Company in equal annual amounts to 1990.
- (c) Employees of the Company meeting specified eligibility requirements may participate in a Trusteed Savings and Profit Sharing Plan covering employees of the Company and its subsidiaries. Participation in the Plan requires a contribution from the employee. The Company contributes an amount equal to 10% of its consolidated income before income taxes.

9. Statutory information

Remuneration of Directors and senior officers was \$541,500.

10. Anti-inflation program

Under the Federal government's anti-inflation program the Company is subject to mandatory compliance with legislation which controls prices, profit margins and employee compensation. The Company is exempt from further reporting subsequent to December 30, 1978.

Management is of the opinion that the Company is in compliance with the requirements of the anti-inflation legislation in all material respects.

Auditors' Report

To the Shareholders of National Sea Products Limited:

Glarkson, Landan & Lo.

We have examined the consolidated balance sheet of National Sea Products Limited as at December 30, 1978 and the consolidated statements of income, retained earnings and changes in financial position for the fifty-two weeks then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the company as at December 30, 1978 and the results of its operations and the changes in its financial position for the fifty-two weeks then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

Chartered Accountants

Halifax, Canada February 20, 1979

Comparative Financial Information for 1974-1978

National Sea Products Limited and its subsidiary companies

(all amounts are expressed in thousands,					4 month		
except as indicated +)		1978	1977	1976	1975	1975	1974
Westing Operan	•	15 506	10.050	(unaudited)	(unaudited)	10.000	15 107
Working Capital	\$	15,596	12,650	9,929	10,809	10,692	15,187
Plant, Equipment, Trawlers and other Fixed Assets	\$	40.066	06 000	05 451	26.097	26 217	22 021
after Depreciation		42,066 120,300	36,338	35,451 84,420	36,087	36,317	33,931
Total Assets	\$		90,088		76,794	74,807	75,274
Accumulated Deferred Income Taxes	\$	8,971	8,170	7,232	7,009	6,864	8,193
Long Term Debt	Ф	23,865	22,324	23,375	24,448	25,488	24,985
Shareholders' Equity:	•	1 000	1 000	1.000	1 000	1 000	1 000
Preference Shares	\$	1,929	1,929	1,929	1,929	1,929	1,929
Common Shares	\$	6,940‡	4,846	4,846	4,846	4,846	4,846
Contributed Surplus	\$ \$	1,736	1,736	1,736	1,736	1,736	1,736
Retained Earnings	Φ	22,767	16,472	11,993	10,978	10,252	11,889
Total Shareholders' Equity	Ф	33,372	24,983	20,504	19,489	18,763	20,400
Additions to Plant, Equipment, Trawlers and other							
Fixed Assets during the year	\$	10,296	5,207	5,993	1,130	6,271	6,194
Fish Landings (lbs)		301,000	232,000	220,000	69,000	178,000	217,000
Herring Purchased for Reduction (lbs)		_	_	_	2,000	4,000	5,000
Net Sales	\$	217,481	164,659	127,066	37,363	97,324	90,069
Depreciation	\$	4,489	4,142	4,023	1,326	3,752	3,174
Income Taxes	\$	7,372	2,892	1,004	447	(863)	
Net Income	\$	10,009	5,123	1,121	779	(1,411)	194
Dividends on Preference Shares	\$	106	106	106	53	106	106
Dividends on Common Shares	\$	3,608‡	538	_	_	120	1,054
Earnings Retained in Business for Expansion	\$	6,295	4,479	1,015	726	(1,637)	(966
Earnings per Common Share:							
Before extraordinary items	+	\$2.20	\$1.08	\$0.16	\$0.14	\$(0.28)	\$.02
After extraordinary items	+	\$2.20	\$1.12	\$0.23	\$0.16	\$(0.34)	
Common Dividends paid per share — Class A	+	79.3¢‡		_	_	2.7¢	23.5¢
Common Dividends paid per share — Class B	+	74.4¢‡		_	_	2.3¢	20.00
Earnings as a Percentage of Sales	+	4.6%	3.1%	0.9%	2.1%	(1.4)%	0.2%
Cash Flow per average number of Common Shares							
Outstanding	+	\$3.28	\$2.25	\$1.17	\$0.49	\$0.20	\$0.77
Number of Common Shares Outstanding at Year End	+ 4	4,635,216					

By Shareholders' Resolution dated December 10, 1975 the Company changed its fiscal year end from August 31 to the Saturday nearest to December 31.

^{*} Restated for 3 for 1 split in 1978.

^{‡46.7¢} per share (\$2,094,000) of the common dividends paid was reinvested in additional common shares through a rights offering.

Corporate Directory

National Sea Products Limited and its subsidiary companies

Board of Directors

H. P. Connor, Halifax, N.S.

† Frank M. Covert, Q.C., Halifax, N.S.

† J. B. Estey, Loggieville, N.B.

* C. R. MacFadden, Glen Haven, N.S.

* J. B. Morrow, Lunenburg, N.S.

* W. O. Morrow, Halifax, N.S.

* H. B. Nickerson, North Sydney, N.S.

* J. E. A. Nickerson, North Sydney, N.S.

C. C. Pratt, St. John's, Nfld.

* H. B. Rhude, Q.C., *Halifax*, *N.S.*The Hon. H. J. Robichaud, *Fredericton*, *N.B.*

† F. W. Russell, *St. John's, Nfld.* P. J. Smith, *Halifax, N.S.*

* Member of the Executive Committee

† Member of the Audit Committee (W. O. Morrow and M. L. Pitman are ex-officio members of the Audit Committee)

Officers and Senior Management

H. B. Rhude, Q.C., Chairman of the Board and Executive Committee

W. O. Morrow

President and Chief Executive Officer

C. R. MacFadden Vice President

J. B. Morrow

Vice President

I. H. Langlands

Vice President

J. A. Tupper Vice President

M. L. Pitman

Vice President – Finance and Treasurer

E. H. Demone

Vice President-Fleet

J. P. McNeil

Vice President - Marketing, Canada

A. J. Roche

Vice President

F. D. McGee

Secretary and Company Solicitor

S. J. Campbell

Assistant Secretary

I. C. McDermaid

President, McDermaid Agencies Limited

D. J. Mosher

President, Scotia Trawler Equipment Limited

J. H. Rigg

President and Managing Director, Hamilton Insurance Brokers Limited and Subsidiary Companies

K. H. Ritcey

President, National Sea Products (U.S.) Corp. Limited and National Sea Products Inc.

Subsidiary Companies

National Sea Products (U.S.) Corp. Limited Tampa Florida

National Sea Products Inc.

Rockland, Me.

Natlake Limited

Burgeo, Nfld.

McDermaid Agencies Limited

Halifax, N.S.

Scotia Trawler Equipment Limited

Lunenburg, N.S.

Major Affiliated Companies

Hamilton Insurance Brokers Limited Cambridge Reinsurance Limited Canadian International Insurance (Management) Limited Hamilton, Bermuda

Burgeo Seafoods Limited Burgeo, Nfld.

Auditors:

Clarkson, Gordon & Co. Chartered Accountants

Transfer Agents:

Common Shares Montreal Trust Company Preference Shares The Company, Secretary's Office P.O. Box 2130, Halifax, N.S.

Bankers:

The Royal Bank of Canada The Bank of Nova Scotia

Plant Locations

Digby Division, Nova Scotia Lockeport Division, Nova Scotia Lunenburg Division,

Nova Scotia

Halifax Division, Nova Scotia

Louisbourg Division, Nova Scotia

North Sydney Division, Nova Scotia

Pictou Division, Nova Scotia

Shediac Division, Shediac, New Brunswick Summerside, Prince Edward Island Morrell, Prince Edward Island Deer Island, New Brunswick

Shippegan Division, New Brunswick

Magdalen Islands Division, Amherst, Quebec Grand-Entree, Quebec

St. John's Division, Newfoundland

Newfoundland Inshore Fisheries Division, Arnold's Cove, Newfoundland; Lark Harbour, Newfoundland; Piccadilly, Newfoundland

LaScie Division, Newfoundland

Burgeo Seafoods, Ltd., Newfoundland

Scotia Trawler Equipment Limited, Lunenburg, Nova Scotia

National Sea Products Inc., Rockland, Maine

National Sea Products (U.S.) Corp., Tampa, Florida



